

DUPREE LINDA
Form 4
October 31, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUPREE LINDA

(Last) (First) (Middle)
142 WEST 57TH STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARBITRON INC [ARB]

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, PPM New Product Develop.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/29/2007		M		1,001 A \$ 23.91	(1)	D
Common Stock	10/29/2007		M		10,001 A \$ 38.26	(1)	D
Common Stock	10/29/2007		M		6,668 A \$ 41.05	(1)	D
Common Stock	10/29/2007		M		3,334 A \$ 38.88	(1)	D
Common Stock	10/29/2007		S(2)		100 D \$ 49.36	(1)	D

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Common Stock	10/29/2007	<u>S(2)</u>	300	D	\$ 49.37	39,047.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	500	D	\$ 49.38	38,547.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	400	D	\$ 49.39	38,147.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	100	D	\$ 49.4	38,047.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	600	D	\$ 49.41	37,447.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	300	D	\$ 49.42	37,147.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	133	D	\$ 49.43	37,014.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	600	D	\$ 49.45	36,414.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	600	D	\$ 49.46	35,814.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	434	D	\$ 49.47	35,380.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	500	D	\$ 49.48	34,880.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	800	D	\$ 49.49	34,080.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	100	D	\$ 49.5	33,980.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	300	D	\$ 49.51	33,680.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	500	D	\$ 49.52	33,180.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	500	D	\$ 49.54	32,680.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	300	D	\$ 49.55	32,380.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	800	D	\$ 49.56	31,580.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	200	D	\$ 49.57	31,380.098 <u>(1)</u>	D
Common Stock	10/29/2007	<u>S(2)</u>	100	D	\$ 49.59	31,280.098 <u>(1)</u>	D
	10/29/2007	<u>S(2)</u>	100	D	\$ 49.6		D

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Common Stock						31,180.098	
						<u>(1)</u>	
Common Stock	10/29/2007		S ⁽²⁾	400	D	\$ 30,780.098	D
						<u>(1)</u>	
						49.62	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am or Num of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 23.91	10/29/2007		M	1,001	10/20/2000 10/20/2009	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 38.26	10/29/2007		M	10,001	08/19/2005 08/19/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 41.05	10/29/2007		M	6,668	02/23/2006 02/23/2015	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 38.88	10/29/2007		M	3,334	03/01/2007 03/01/2016	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
DUPREE LINDA 142 WEST 57TH STREET NEW YORK, NY 10019			EVP, PPM New Product Develop.	

Signatures

/s/ Timothy T. Smith, Attorney in Fact for Linda
Dupree

10/31/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired under the issuer's ESPP in transactions that were exempt from reporting on Form 4. Information is as of October 30, 2007.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 25, 2007.

Remarks:

This filing is one of three Form 4 filings disclosing the transaction taking place on October 29, 2007 for the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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